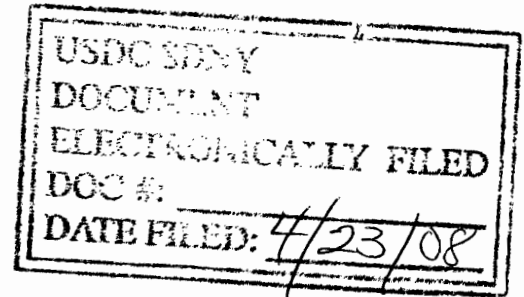


See Hinding, J

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Attorneys for Defendants Jeff T. Blau and Stephen M. Ross

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
JOHN CARFAGNO, derivatively on behalf of :
CENTERLINE HOLDING COMPANY, :

Plaintiff, :

- v - :

MARC D. SCHNITZER, et al., :

Defendants. :

----- X
TONY BRODY, derivatively and on behalf of Nominal :
Defendant CENTERLINE HOLDING COMPANY, :

Plaintiff, :

- v - :

JEFF T. BLAU, et al., :

Defendants. :
----- X

08-CV- 00912 (SAS)

08-CV-01971 (SAS)

**NOTICE OF SUBSTITUTION
OF COUNSEL**

PLEASE TAKE NOTICE that the attorneys of record for Defendants Jeff T. Blau and
Stephen M. Ross have changed, and that Peter L. Simmons and Brian J. Howard of Fried, Frank,


Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004, (212) 859-8000, are to be substituted as attorneys for such defendants in the place of Reed Smith LLP. The parties are requested to serve copies of all future papers on such replacement counsel.

To the extent that Court approval of the substitution of counsel is required pursuant to Local Civil Rule 1.4, the accompanying Declaration of Brian J. Howard sets forth the basis on which such approval should be granted.


Dated: April 17, 2008

REED SMITH LLP

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP

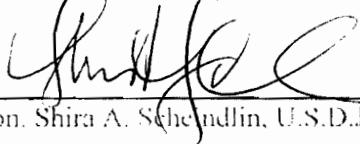
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IT IS SO ORDERED:


Hon. Shira A. Scheindlin, U.S.D.J.

7013287-4

4/23/08

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UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

| | | |
|--|---|------------------------|
| -----X | | |
| JOHN CARFAGNO, derivatively on behalf of | : | 08-CV- 00912 (SAS) |
| CENTERLINE HOLDING COMPANY, | : | |
| | : | |
| Plaintiff, | : | |
| - v. - | : | |
| MARC D. SCHNITZER, et al., | : | |
| Defendants. | : | |
| -----X | | |
| TONY BROY, derivatively and on behalf of Nominal | : | 08-CV-01971 (SAS) |
| Defendant CENTERLINE HOLDING COMPANY, | : | |
| | : | |
| Plaintiff, | : | DECLARATION OF |
| - v. - | : | BRIAN J. HOWARD |
| JEFF T. BLAU, et al., | : | |
| Defendants. | : | |
| -----X | | |

BRIAN J. HOWARD declares under penalty of perjury pursuant to 28 U.S.C. §1746:

1. I am a member of the Bar of this Court and am associated with the law firm of Fried, Frank, Harris, Shriver & Jacobson LLP ("Fried Frank"). I submit this declaration pursuant to Local Civil Rule 1.4 in support of the proposed substitution of Fried Frank in place of Reed Smith LLP as counsel for Defendants Jeff T. Blau and Stephen M. Ross.

2. The Court's docket does not reflect that the Reed Smith firm is counsel of record to Messrs. Blau and Ross in this case; nor has Reed Smith filed a formal notice of appearance. However, on April 4, 2008, attorneys for all defendants submitted to the Court a Response of Defendants to Motion to Consolidate, and Reed Smith LLP was a signatory to that letter on behalf of Messrs. Blau and Ross. Therefore, to ensure compliance with Local Rule 1.4, Messrs. Blau and Ross request that the Court approve the substitution of counsel described below.

3. For reasons driven largely by insurance considerations (Fried Frank is on the insurance carrier's list of panel counsel, but Reed Smith is not), Messrs. Blau and Ross have decided to substitute Fried Frank as new counsel in place of Reed Smith. Messrs. Blau and Ross believe that this substitution will serve their best interests.

4. This case is at a very early stage of litigation and the transition of counsel requested in the accompanying stipulation and consent can be effected without any delay or disruption of this litigation. Indeed, I attended the April 15, 2008 conference with the Court where various scheduling matters were addressed, and Messrs. Blau and Ross do not expect that the substitution of counsel will affect their ability to abide by the schedule set by the Court.

5. Accordingly, it is respectfully requested that the Court approve the proposed substitution by "So Ordering" the accompanying notice of substitution of counsel.

Dated: New York, New York
April 22, 2008


BRIAN J. HOWARD

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